

RECORDATION NO. 27320 FILED

DEC 28 '07 -12 30 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Trinity North America Freight Company
2525 Stemmons Freeway
Dallas, Texas 75207

[Lessee: Frac Tech Services, LLC
16858 IH-20
Cisco, Texas 76437]

Mr. Vernon A. Williams
December 28, 2007
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A description of the railroad equipment covered by the enclosed document is:

100 covered hopper cars: TILX 033560 - TILX 033659.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on December 28, 2007 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Frac Tech Services, LLC, a Texas limited liability company (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated August 1, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Threc (3) to Railroad Car Lease Agreement, effective October 30, 2007 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 

Name:

James E. Perry

Title:

Treasurer

Executed on this 20th day of December, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 28th day of December, 2007, before a Notary Public in and for said County and State, personally appeared James E. Pamy, who being by me duly sworn, says that he is the Treasurer of Trinity North American Freight Car, Inc., that said instrument was signed on December 28, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle M. Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Cedar Hill TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	3,281 cubic foot twin covered hopper cars
Quantity:	One Hundred (100)
Road Numbers:	TILX 33560 - 33659

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/28/07



Robert W. Alvord